
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Goldbond Group Holdings Limited** (the “Company”), you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 172)

**PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME
AND ADOPTION OF NEW SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES
AND
NOTICE OF AGM**

A notice convening the annual general meeting of the Company to be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 31 August 2012 at 10:00 a.m. (the “AGM”) is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

5 July 2012

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	4
Termination of Existing Share Option Scheme and Adoption of New Share Option Scheme	5
Application for Listing	7
Reasons for Adopting the New Share Option Scheme	7
Re-election of Retiring Directors	8
General Mandate to Repurchase Shares	8
General Mandate to Issue Shares	8
AGM	9
Recommendation	9
Responsibility Statement	10
 Appendix I – Summary of Principal Terms of the New Share Option Scheme	
	11
 Appendix II – Information on Retiring Directors	18
 Appendix III – Explanatory Statement	21
 Notice of Annual General Meeting	AGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company proposed to be held and convened on 31 August 2012 at 10:00 a.m. to consider and, if thought fit, to approve the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme, the re-election of retiring Directors, the proposed renewal of the general mandates to issue new Shares and repurchase its own Shares, and to extend the general mandate granted to the Directors to issue new Shares by adding the number of Shares repurchased by the Company
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Business Day(s)”	any day on which the Stock Exchange is open for business of dealing in securities
“Company”	Goldbond Group Holdings Limited, a company incorporated in Hong Kong with limited liability whose issued Shares are listed on the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	any person who is (or will be on and following the Offer Date): (i) any employee or proposed employees (whether full time or part time) or executives, including executive director, of the Company, the controlling Shareholder of the Company, any Invested Entity and/or their respective subsidiaries; (ii) any non-executive director (including independent non-executive directors) of any member of the Group or any Invested Entity; (iii) any supplier, adviser, agent, consultant, or contractor for the provision of goods or services to any member of the Group or any Invested Entity, or any vendor, customer or celebrity of any member of the Group or any Invested Entity; or (iv) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity

DEFINITIONS

“Existing Share Option Scheme”	the existing share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 18 September 2002 and amended on 29 August 2003
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which any member of the Group holds any direct or indirect equity interests, and/or any subsidiaries of such entity
“Latest Practicable Date”	29 June 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the AGM, a summary of its principal terms is set out in Appendix I to this circular
“Offer Date”	the date on which an offer for grant of Options is made to an Eligible Person, which must be a business day
“Option(s)”	an option (if any) to subscribe for Shares granted or to be granted under the Existing Share Option Scheme or the New Share Option Scheme, as the context requires
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10% of the Shares in issue as at the day of the passing of the relevant ordinary resolution approving the New Share Option Scheme

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which an Eligible Person who accepts an offer of the grant of option in accordance with the terms of the New Share Option Scheme may subscribe for Shares on the exercise of an Option
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Cap. 32 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“substantial Shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 172)

Executive Directors:

Mr. Wang Jun

(Chairman)

Mr. Wong Yu Lung, Charles

(Deputy Chairman)

Mr. Ding Chung Keung

(Chief Executive Officer)

Mr. Kee Wah Sze

Mr. Xie Xiao Qing

Ms. Wong, Michelle Yatyee

Mr. Melvin Jitsumi Shiraki

Registered office:

Units 1901-06, 19th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Independent non-executive Directors:

Mr. Ma Ho Fai SBS JP

Mr. Cheng Yuk Wo

Mr. Ng Chi Keung

5 July 2012

*To the Shareholders and, for information only,
holders of the preference shares
and share options of the Company*

Dear Sir or Madam,

**PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME
AND ADOPTION OF NEW SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES
AND
NOTICE OF AGM**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the information concerning the resolutions to be proposed at the AGM for approving, among others, the termination of the

LETTER FROM THE BOARD

Existing Share Option Scheme and the adoption of the New Share Option Scheme, the re-election of retiring Directors, the proposed renewal of the general mandates to issue new Shares and repurchase its own Shares and to extend the general mandate granted to the Directors to issue new Shares by adding the number of Shares repurchased by the Company, so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto at the AGM to be held on Friday, 31 August 2012 at 10:00 a.m. at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong.

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

The Board proposes to the Shareholders to terminate the Existing Share Option Scheme and adopt the New Share Option Scheme at the AGM. A summary of the principal terms of the New Share Option Scheme is set out in Appendix I to this circular. This serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same. A copy of the rules of the New Share Option Scheme is available for inspection during normal business hours on any business day at the registered office of the Company at Units 1901-06, 19th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong from the date of this circular up to and including the date of the AGM. Such copy will also be available for inspection at the AGM.

Pursuant to an ordinary resolution passed by the Shareholders on 18 September 2002, the Company adopted the Existing Share Option Scheme. The Existing Share Option Scheme will expire on 19 September 2012. Under the Existing Share Option Scheme, the Board may offer options to the eligible persons prescribed in the Existing Share Option Scheme in its absolute discretion. As at the Latest Practicable Date, the Company had granted 468,000,000 options under the Existing Share Option Scheme to subscribe for an aggregate of 468,000,000 Shares, of which 160,800,000 options had been exercised, 44,200,000 options have lapsed and 3,000,000 options had been cancelled, resulting in 260,000,000 options remained outstanding. Under the Existing Share Option Scheme, such 260,000,000 outstanding options shall continue to be valid and exercisable in accordance the rules of the Existing Share Option Scheme.

Upon termination of the Existing Share Option Scheme, no further Options will be granted thereunder, but the provisions of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of Options (to the extent not already exercised) granted prior to its termination.

The Existing Share Option Scheme will be terminated on the date on which the New Share Option Scheme comes into effect upon the fulfillment of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM approving the adoption of the New Share Option Scheme, and authorising the Board to grant options thereunder and to allot and issue Shares to be issued pursuant to the exercise of any Option under the New Share Option Scheme; and

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any new Shares which may be allotted and issued upon the exercise of the Options granted under the New Share Option Scheme.

As at the Latest Practicable Date, there were 2,745,012,843 Shares in issue. Assuming that there are no further allotment of Shares from the Latest Practicable Date up to the date of approval of the New Share Option Scheme, Options to subscribe for up to 274,501,284 Shares may be issued under the New Share Option Scheme and any other schemes of the Company pursuant to Rule 17.03(3) of the Listing Rules, representing 10% of Shares in issue as at the date of approval of the New Share Option Scheme.

The Directors consider that it is not appropriate to state the value of all the Options that can be granted under the New Share Option Scheme as if they had been granted as at the Latest Practicable Date prior to the approval of the New Share Option Scheme given that the variables which are critical for the calculation of the value of such Options cannot be determined. These variables include but are not limited to, the Subscription Price, whether or not Options will be granted under the New Share Option Scheme and the timing of the granting of such Options, the period during which the subscription rights may be exercised, the discretion of the Board to impose any performance target that has to be achieved before the subscription rights attaching to the Options can be exercised and any other conditions that the Board may impose with respect to the Options and whether or not such Options, if granted, will be exercised. The Subscription Price depends on the price of the Shares as quoted on the Stock Exchange, which in turn depends on when the Board is to grant Options under the New Share Option Scheme. With a scheme life of ten (10) years, the Board is of the view that it is too premature to state whether or not Options will be granted under the New Share Option Scheme and, if so, the number of Options that may be granted. It is also difficult to ascertain with accuracy the Subscription Price given the volatility to which the price of Shares may be subject to during the ten-year life span of the New Share Option Scheme.

The Directors are of the view that the value of the Options depends on a number of variables which are either difficult to ascertain or can only be ascertained subject to a number of theoretical bases and speculative assumptions. Accordingly, the Directors believe that any calculation of the value of the Options will not be meaningful and may be misleading to Shareholders in the circumstances.

The Company is not required to appoint any trustee for the purpose of administering the New Share Option Scheme. The New Share Option Scheme will be subject to the administration of the Board. None of the Directors is or will be a trustee of the New Share Option Scheme or have a direct or indirect interest in any such trustee.

LETTER FROM THE BOARD

APPLICATION FOR LISTING

An application will be made to the Listing Committee for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any Options that may be granted under the New Share Option Scheme.

REASONS FOR ADOPTING THE NEW SHARE OPTION SCHEME

The Existing Share Option Scheme will expire on 19 September 2012. The Directors consider that it is appropriate to adopt the New Share Option Scheme. The Directors consider that the New Share Option Scheme, which will be valid for ten (10) years from the date of its adoption, will provide the Company with more flexibility in long term planning of granting of the share options to eligible persons in a longer period in the future. The New Share Option Scheme also provides appropriate incentives or rewards to Eligible Persons for their contributions or potential contributions to the Group. The purpose of the New Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to full-time employees, directors, consultants and advisers of the Group and to promote the success of the business of the Group.

The granting of Options to Eligible Persons is to, (i) recognize and acknowledge the contributions that Eligible Persons have (or may have) made or may make to the Group (whether directly or indirectly); (ii) attract, retain and motivate talented participants to strive for future developments and expansion of the Group; (iii) motivate the Eligible Persons to optimise their performance and efficiency for the benefit of the Group; and/or (iv) enhance its business, employee and other relations. The New Share Option Scheme shall be an incentive to encourage participants to perform their best in achieving the goals of the Group.

The Board considers that it is in line with modern commercial practice that appropriate Eligible Persons determined by the Board from time to time on the basis of their contribution or potential contribution to the development and growth of the Group, should be given incentives in the form of options to subscribe for Shares. In determining the grant of an Option to supplier, adviser, agent, consultant and/or contractor, the Board will consider the contribution they have (or may have) contributed to the Group and to encourage the participants to work towards enhancing the value of the Group and the Shares for the benefit of the Company and the Shareholders as a whole. The New Share Option Scheme will provide the participants with an opportunity to have a personal stake in the Company with the view of achieving the objectives of motivating the participants to optimise their performance efficiency for the benefit of the Group, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the long-term growth of the Group.

LETTER FROM THE BOARD

The New Share Option Scheme also expressly provides that, the Board may, with respect to each grant of Options, determine the Subscription Price (being not less than the minimum price specified in the Listing Rules), the conditions precedent and any performance targets that apply to the Options. The Directors believe the New Share Option Scheme will provide the Board with flexibility in determining the applicable performance targets and any other conditions to which the specific grant of Options may be subject on a case-by-case basis, and thus will place the Group in a better position to attract human resources that are valuable to the long term growth and development of the Group. There are no businesses or interests of the Directors that compete or may compete (directly or indirectly) with the business of the Group.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 87, 117 and 118 of the Articles, Mr. Kee Wah Sze, Mr. Xie Xiao Qing, Ms. Wong, Michelle Yatye and Mr. Ng Chi Keung will retire at the AGM and, being eligible, offer themselves for re-election as Directors. Information of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II hereto.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 25 August 2011, a general mandate was given to the Board to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM granting the Directors authority to repurchase Shares up to 10% of the share capital of the Company in issue as at the date of passing of such resolution (the “Repurchase Mandate”). An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix III hereto.

GENERAL MANDATE TO ISSUE SHARES

It will also be proposed at the AGM two (2) ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company at the date of passing of such resolution (the “Issue Mandate”) and extending the Issue Mandate by adding to it the number of Shares up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution approving the Repurchase Mandate repurchased by the Company under the Repurchase Mandate. Assuming no further Shares are issued or repurchased prior to the AGM and subject to the approval of the Issue Mandate, the Company would be allowed under such mandate to issue a maximum of 549,002,568 Shares during the Relevant Period (as defined in ordinary resolution 5(d) of the notice of the AGM as set out on page AGM-3 of this circular).

LETTER FROM THE BOARD

AGM

Under the Existing Share Option Scheme, the Company may by ordinary resolution in general meeting at any time terminate the operation of such scheme. An ordinary resolution will thus be proposed for the approval of the Shareholders at the AGM that, subject to approval and adoption of the New Share Option Scheme by the Shareholders at the AGM, the Existing Share Option Scheme be terminated. To the best knowledge of the Directors, no Shareholder has a material interest in the New Share Option Scheme different to that of any other Shareholders and therefore, no Shareholder will abstain from voting at the AGM.

A notice convening the AGM to be held on 31 August 2012 at 10:00 a.m. at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matters to be voted on by a show of hands.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong so as to be received not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. The return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof. No Shareholder is required to abstain from voting at the AGM.

RECOMMENDATION

The Directors consider that all proposed resolutions for approving the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme, the re-election of retiring Directors, the renewal of the Issue Mandates and Repurchase Mandate and to extend the Issue mandate by adding the number of Shares repurchased by the Company as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all proposed resolutions relating to the aforesaid matters at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Ding Chung Keung
Chief Executive Officer

Set out below is a summary of the principal terms of the New Share Option Scheme.

PURPOSE OF THE SCHEME

The purpose of the New Share Option Scheme is to provide incentive or reward to Eligible Persons for their contribution to, and continuing efforts to promote the interests of, the Group.

WHO MAY JOIN

The Board may in its absolute discretion grant Options to any Eligible Persons.

PRICE OF SHARES

Options may be granted at an initial payment of HK\$1.00 for each acceptance of grant of Option(s) and can be exercised at an exercise price determined by the Board and notified to an Eligible Person (subject to adjustments as provided in the rules of the New Share Option Scheme and any amendments to the Listing Rules and shall at all times not be lower than the nominal value of a Share) and shall be at least the higher of: (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date; and (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for five (5) business days immediately preceding the Offer Date.

MAXIMUM NUMBER OF SHARES

The maximum aggregate number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company shall not exceed the Scheme Mandate Limit. Options lapsed in accordance with the terms of the relevant option scheme(s) shall not be counted for the purpose of calculating the Scheme Mandate Limit which may be refreshed by ordinary resolution of the Shareholders in general meeting, provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of such Shareholders' approval of the refreshment of the Scheme Mandate Limit;
- (b) options previously granted under the New Share Option Scheme or any other share option scheme(s) (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed; and
- (c) a circular regarding the proposed refreshment of the Scheme Mandate Limit has been despatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules.

The maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

The maximum number of Shares (issued and to be issued) upon exercise of the options granted under the New Share Option Scheme and any other share option scheme(s) of the Company (whether exercised, cancelled or outstanding) to any Eligible Person in any 12-month period shall not exceed 1% of the total number of Shares in issue from time to time unless such grant is duly approved by ordinary resolution of the Shareholders in general meeting at which the relevant Eligible Person and his associates shall abstain from voting and the Company shall issue a circular in accordance with the relevant provisions of Chapter 17 of the Listing Rules.

In calculating the aforesaid limit of 1%, Options that have already lapsed shall not be counted.

GRANT OF OPTIONS TO CONNECTED PERSONS

Any grant of Options to a Director, chief executive or substantial Shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is a prospective grantee of the Options).

Where Options are proposed to be granted to a substantial Shareholder of the Company or an independent non-executive Director or any of their respective associates, and the proposed grant of Options, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such Eligible Person under the New Share Option Scheme and any other share option scheme(s) of the Company in the past 12-month period up to and including the Offer Date representing in aggregate over 0.1% of the total number of issued Shares on the Offer Date and having an aggregate value (based on the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the Offer Date) exceeding HK\$5,000,000, the proposed grant shall be subject to the issue of a circular and the approval of the Shareholders in general meeting (taken on a poll) in accordance with the requirements of the Listing Rules at which all Connected Persons must abstain from voting (but a Connected Person may vote against the resolution at the general meeting provided that his intention to do so has been stated in the circular).

In calculating the aforesaid limit of 0.1%, Options that have already lapsed shall not be counted.

TIME FOR EXERCISE OF OPTIONS

The grantee of an Option may subscribe for Shares during such period as may be determined by the Board (the period shall commence on the date on which the offer relating to such Option is duly approved by the Board in accordance with the New Share Option Scheme and expire in any event not later than the day falling ten (10) years thereafter). The New Share Option Scheme does not provide for any minimum period for which an Option must be held before it can be exercised.

PERFORMANCE TARGETS

The New Share Option Scheme does not provide any specific performance targets that need to be met before a grantee is entitled to exercise an Option duly granted. The Board may in its absolute discretion specify such conditions as it thinks fit when making an Offer to an Eligible Person.

RIGHTS ARE PERSONAL TO GRANTEE

An Option shall be personal to the grantee of the Option and shall not be assignable nor transferable.

RIGHTS ON CEASING TO BE AN ELIGIBLE PERSON

Subject to the provisions in the paragraphs below headed “Rights on death” and “Rights on dismissal or breach of contract”, if a grantee of an Option ceases to be an Eligible Person for any reason, the grantee can only exercise the Option within thirty (30) days after the date of such cessation, which date shall be (i) if he is an employee of the Group, his last actual working day with the Group whether salary is paid in lieu of notice or not; or (ii) if he is not an employee of the Group, the date on which the relationship constituting him an Eligible Person ceases.

RIGHTS ON DEATH

If the grantee of an outstanding Option dies before exercising the Option in full or at all, the Option can only be exercised up to the entitlement of such grantee by his personal representative(s) within twelve (12) months after the date of death.

RIGHTS ON DISMISSAL OR BREACH OF CONTRACT

If the grantee (if he is also an employee of the Group) (i) is summarily dismissed for misconduct or otherwise commits a breach of any terms of his employment or other contract constituting him an employee of the Group, or (ii) appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or becomes insolvent or makes any arrangements or composition with his creditors generally; or (iii) is convicted of any criminal

offence involving his integrity or honesty, his right to exercise all outstanding Options held by him shall thereupon terminate immediately. A resolution of the Board or its duly authorised committee to the effect that one or more of the grounds specified in this paragraph has occurred shall be conclusive and binding on the grantee, and where appropriate, his legal representative(s).

If the grantee (whether he is an employee of the Group or not) or his associate (i) commits any breach of any contract entered into between the grantee or his associate on the one part and the Group or any Invested Entity or the controlling Shareholder of the Company or any of their respective subsidiaries on the other part; or (ii) appears either to be unable to pay or to have no reasonable prospect of being able to pay his or its debts or becomes insolvent or is subject to any liquidation or analogous proceedings or makes any arrangements or composition with his or its creditors generally; or (iii) is convicted of any criminal offence involving his or its integrity or honesty, the right to exercise all outstanding Options held by him or it shall thereupon terminate immediately. A resolution of the Board or its duly authorised committee to the effect that one or more of the grounds specified in this paragraph has occurred shall be conclusive and binding on the grantee and where appropriate, his legal representative(s).

EFFECT OF ALTERATIONS TO CAPITAL

In the event of a capitalisation issue, rights issue, consolidation, or subdivision of Shares or reduction of the share capital of the Company, the Company shall make corresponding alterations (if any) to:

- (a) the number of Shares subject to Options already granted so far as they remain exercisable; and/or
- (b) the subscription price,

or any combination thereof as the auditors of the Company or the independent financial adviser to the Company shall at the request of the Company certify in writing to the Board either generally or as regards any particular grantee that the adjustments are in their opinion fair and reasonable and any adjustments so made shall be in compliance with the Listing Rules and such applicable guidance and/or interpretation of the Listing Rules. Further, it is provided that:

- (i) any such alteration shall be made so that each grantee is given the same proportion of the equity capital of the Company as that to which he was previously entitled;
- (ii) no such alterations shall be made which would result in the subscription price for a Share being less than its nominal value;
- (iii) no such alterations shall be made in respect of an issue of securities by the Company as consideration for or in connection with a transaction;

- (iv) any such alterations, save as those made on a capitalisation issue, shall be confirmed by the auditors of the Company or the independent financial adviser in writing to the Directors as satisfying the requirements of the foregoing paragraphs (i) and (ii); and
- (v) any such alterations made pursuant to a subdivision or consolidation of share capital shall be made on the basis that the aggregate subscription price payable by a grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event.

RIGHTS ON A GENERAL OFFER

If a general offer is made by way of takeover, share repurchase offer or otherwise in a like manner to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by offeror and/or any person acting in association or concert with the offeror), the grantee can only, by notice in writing to the Company within twenty-one (21) days after such offer becoming or being declared unconditional, exercise all or any of his Options to its full extent or to the extent specified in such notice.

RIGHTS ON WINDING UP

If a notice of a general meeting is given by the Company for the purposes of considering and approving a resolution to voluntarily wind-up the Company, each grantee can only exercise all or any of his Options at any time not later than two (2) business days prior to the proposed general meeting of the Company. The right to exercise the Options shall, to the extent that they are not so exercised, terminate immediately on the date of commencement of the voluntary winding-up of the Company.

RIGHTS ON A SCHEME OF ARRANGEMENT

If a general offer by way of a scheme of arrangement is made to all the Shareholders and the scheme has been approved by the necessary number of Shareholders at the requisite meetings, the grantee can only thereafter (but before such time as shall be notified by the Company) by notice in writing to the Company exercise the Options in full or in part.

RANKING OF SHARES

Shares allotted upon exercise of the Options shall be subject to the Articles and shall rank pari passu in all respects with the other Shares in issue at the relevant date of allotment except in respect of any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefore is before the relevant date of allotment of the Shares.

PERIOD OF THE SCHEME

The New Share Option Scheme shall be valid and effective for a period of ten (10) years commencing from and on its date of adoption (subject to early termination in accordance with the provisions thereof).

VARIATION AND TERMINATION

The New Share Option Scheme may be altered in any respect by resolution of the Board except that certain provisions as to:

- (a) the definitions of grantee, Eligible Person(s) and subscription price; and
- (b) the provisions relating to, the matters set out in Rule 17.03 of the Listing Rules including those relating to the purpose, duration and administration of the New Share Option Scheme, grant of Options (except for the provision that an offer may be accepted in full or in part and the requirements that the offer shall be in writing and shall contain the terms of the offer), subscription price, exercise of Option, lapse of Option, maximum number of Shares available for subscription, reorganisation of capital structure, alteration of the New Share Option Scheme, cancellation of Options granted and termination;

shall not be altered to the advantage of grantees or prospective grantees except with the prior approval of the Shareholders in general meeting (with such grantees or prospective grantees and their respective associates abstained from voting). No such alterations shall operate to affect adversely the terms of issue of any Options granted or agreed to be granted prior to such alterations except with the consent or sanction in writing of such majority of the grantees as would be required of the Shareholders under the Articles for a variation of the rights attached to the Shares.

Any alterations to the provisions of the New Share Option Scheme which are of a material nature (except where alterations take effect automatically under the provisions of the New Share Option Scheme) or any change to the terms of Options granted must be approved by the Shareholders in general meeting. The amended terms of (i) the New Share Option Scheme or (ii) the Options must comply with the relevant requirements of Chapter 17 of the Listing Rules. Any change to the authority of the Board in relation to any alterations to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

The Company, by ordinary resolution in general meeting, or the Board may terminate the operation of the New Share Option Scheme at any time and Options granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

LAPSE OF OPTION

The right to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

- (a) the expiry of the option period as described in the paragraph above headed “Time for exercise of options”;
- (b) the expiry of any of the periods referred to in the paragraphs above headed “Rights on ceasing to be an eligible person”, “Rights on death”, “Rights on dismissal or breach of contract” and “Rights on a general offer”;
- (c) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in the paragraph above headed “Rights on a scheme of arrangement”;
- (d) subject to the provision in the paragraph above headed “Rights on winding up”, the date of the commencement of the voluntary winding-up of the Company; or
- (e) the date on which the grantee commits a breach of the provisions of the New Share Option Scheme that an Option shall be personal to the grantee and shall not be assignable nor transferable and that no grantee shall sell, transfer, charge, mortgage or encumber or create any interest in favour of a third party over or in relation to any Option.

CANCELLATION OF UNEXERCISED OPTIONS

The Company may cancel an Option granted but not exercised with the approval of the grantee of such Option. No Options may be granted to an Eligible Person in place of his cancelled Options unless there are available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit as mentioned in the paragraph above headed “Maximum number of Shares”.

The following is the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the AGM and required to be disclosed pursuant to the Listing Rules.

- (1) Mr. Kee Wah Sze (“Mr. Kee”), aged 64, has been an executive Director since January 2003. He is also a member of the Company’s remuneration committee. Mr. Kee is a practicing solicitor in Hong Kong and the senior partner of Michael Cheuk, Wong & Kee and also a notary public and a China-Appointed Attesting Officer in Hong Kong. He has over twenty-five (25) years of experience in legal field and has extensive legal practice in commercial and corporate laws both in Hong Kong and the People’s Republic of China (the “PRC”). Mr. Kee is currently an independent non-executive director of Shougang Fushan Resources Group Limited (formerly known as Fushan International Energy Group Limited) and Theme International Holdings Limited, all being companies listed on the Stock Exchange. Save as disclosed above, Mr. Kee did not hold any directorship in other listed public companies in the last three (3) years preceding the Latest Practicable Date.

Mr. Kee’s directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the relevant provisions under the Articles. He has a service contract with the Company which does not have a specific length of service and is determinable by either party on one month’s notice. Mr. Kee receives a monthly remuneration of HK\$60,000 and a discretionary payment determined by the Board from time to time with reference to his duties and responsibilities with the Group and the prevailing market conditions.

Mr. Kee has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Kee was interested in 31,500,000 Shares within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (2) Mr. Xie Xiao Qing (“Mr. Xie”), aged 51, was appointed as an executive Director on 10 April 2007. He graduated from Hubei Technology Institute, the PRC, and is a director of Rongzhong Capital Holdings Limited (a subsidiary of the Company) and its subsidiaries. Mr. Xie is also the chairman of Wuhan Pawn Association, a guest professor of the Management Technology College of the Hubei University of Economy, an arbitrator of the Wuhan Arbitration Commission and a member of Hubei Provincial People’s Congress. Mr. Xie did not hold any directorship in other listed public company in the last three (3) years preceding the Latest Practicable Date.

Mr. Xie’s directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the relevant provisions under the Articles. He does not have a service contract with the Company. As disclosed in the circular of the Company dated 23 September 2011 in relation to the introduction of an investor to invest in Rongzhong Group Limited and Rongzhong Capital Holdings Limited (the “Transactions”), a shareholders’ agreement was entered into upon completion of the Transactions on 26 October 2011 between, among others, the Group and Mr. Xie. Pursuant to such shareholders’ agreement, Mr. Xie is entitled to a monthly remuneration from the Group of HK\$10,000 (before tax) and RMB10,000 (after tax) with reference to his experience, duties and responsibilities with the Group and the prevailing market conditions. He is also entitled to a discretionary payment determined by the Board from time to time.

Mr. Xie is not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Xie was interested in a total of 17,900,000 Shares and underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (3) Ms. Wong, Michelle Yatyee (“Ms. Wong”), aged 31, was appointed as an executive Director on 1 February 2007. She graduated from University of Southern California, California, the United States of America with a bachelor degree of arts in political science and holds a juris doctorate in law from Whittier Law School, California, the United States of America. She did not hold any directorship in other listed public companies in the last three (3) years preceding the Latest Practicable Date.

Ms. Wong’s directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the relevant provisions under the Articles. She has a service contract with the Company which does not have a specific length of service and is determinable by either party on one month’s notice. Ms. Wong receives a monthly remuneration of HK\$60,000 and a discretionary bonus determined by the Board from time to time, with reference to her qualification, experience, scope of responsibilities and the prevailing market conditions.

Ms. Wong is the daughter of Mr. Wong, the Deputy Chairman of the Company, and she is also the controlling Shareholder of Ace Solomon Investments Limited (“Ace Solomon”), a substantial Shareholder of the Company. Save as disclosed herein, Ms. Wong does not have any relationship with any other Directors, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, she was interested in a total of 728,846,792 Shares and underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (4) Mr. Ng Chi Keung (“Mr. Ng”), aged 49, was appointed as an independent non-executive Director on 2 December 2011. He is the Chairman of the Company’s Nomination Committee and a member of the Company’s Audit Committee. Mr. Ng holds a Bachelor Degree in Social Sciences from The University of Hong Kong and an Executive Master Degree in Business Administration from The Chinese University of Hong Kong. Mr. Ng is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of the Institute of Chartered Secretaries and Administrators. Prior to joining the Company, he had been working in an international accounting firm for twenty-six (26) years, during which he was admitted as a partner and was in the position of acting as the deputy managing partner for the National Audit function of their practice in China prior to his retirement. Mr. Ng was a past president of the Association of Chartered Certified Accountants and is currently serving as the Deputy Chairman of the Hong Kong Productivity Council.

Mr. Ng has not previously held any position with the Company and other members of the Company's group. He does not have any relationship with any directors, senior management, or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. In the last three (3) years preceding the Latest Practicable Date, Mr. Ng has not held any directorship in other listed companies.

Mr. Ng has not entered into any service contract with the Company. His appointment is for a term of three (3) years with effect from his date of appointment, subject to retirement by rotation and re-election at the Company's annual general meeting thereafter in accordance with the Articles. He is entitled to a director's fee of HK\$10,000 per month which has been fixed by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions. He is not entitled to any bonus payments.

Save as disclosed above, the Board is not aware of any information that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 2,745,012,843 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 274,501,284 Shares during the Relevant Period (as defined in ordinary resolution 4(c) of the notice of the AGM as set out on page AGM-2 of this circular).

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and the Articles of the Company and the laws of Hong Kong.

As compared with the financial position disclosed in the audited financial statements for the year ended 31 March 2012 as contained in the Annual Report, the Directors anticipate that there might be an adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the applicable laws of Hong Kong and the Listing Rules.

No connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

5. SECURITIES PURCHASES MADE BY THE COMPANY

The Company has repurchased a total of 15,550,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchases	Number of Shares repurchased	Price per Share	
		Highest HK\$	Lowest HK\$
09/02/2012	1,340,000	0.350	0.335
13/02/2012	800,000	0.355	0.350
15/02/2012	740,000	0.360	0.355
16/02/2012	720,000	0.365	0.365
17/02/2012	2,000,000	0.370	0.365
20/02/2012	1,070,000	0.375	0.375
27/02/2012	540,000	0.415	0.410
28/02/2012	750,000	0.420	0.420
01/03/2012	3,350,000	0.430	0.420
02/03/2012	1,100,000	0.435	0.430
05/03/2012	1,300,000	0.430	0.425
07/03/2012	1,610,000	0.430	0.410
08/03/2012	230,000	0.430	0.425
Total:	<u>15,550,000</u>		

Save as disclosed herein, the Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

6. EFFECT UNDER THE CODE

On the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, if a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a Shareholder or a group of the Shareholders acting in concert (as defined in the Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, Allied Luck Trading Limited (“Allied Luck”), Ace Solomon Investments Limited (“Ace Solomon”) and the executive Directors were directly or indirectly interested in approximately 31.18%, 26.08% and 7.19% of the issued ordinary share capital of the Company respectively. Ace Solomon and all the executive Directors are parties acting in concert with Allied Luck. Assuming that there will be no change to the above shareholdings and the issued ordinary share capital of the Company between the Latest Practicable Date and the date of exercising the Repurchase Mandate, if the Repurchase Mandate, if so approved, is exercised in full, the shareholdings of Allied Luck, Ace Solomon and the executive Directors in the Company will be increased to approximately 34.64%, 28.98% and 7.99% of the issued ordinary share capital of the Company respectively. The Directors are not aware of any consequences which may arise under the Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would, in the circumstance: (a) give rise to an obligation to make a mandatory offer under Rule 26 of the Code; or (b) result in less than 25% of the issued share capital of the Company in the public hands.

7. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest price (HK\$)	Lowest price (HK\$)
2011		
July	0.470	0.435
August	0.485	0.370
September	0.400	0.230
October	0.305	0.250
November	0.300	0.216
December	0.265	0.219
2012		
January	0.330	0.240
February	0.440	0.305
March	0.435	0.350
April	0.375	0.335
May	0.380	0.300
June (up to the Latest Practicable Date)	0.400	0.295

NOTICE OF ANNUAL GENERAL MEETING



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 172)

NOTICE IS HEREBY GIVEN that an annual general meeting of Goldbond Group Holdings Limited 金榜集團控股有限公司 (the “Company”) will be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 31 August 2012 at 10:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2012;
2. to re-elect the following retiring directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration:
 - (a) Mr. Kee Wah Sze;
 - (b) Mr. Xie Xiao Qing;
 - (c) Ms. Wong, Michelle Yatye; and
 - (d) Mr. Ng Chi Keung;
3. to re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration;

and, by way of special businesses, to consider and, if thought fit, to pass with or without amendment(s), the following resolutions as ordinary resolutions:

4. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined herein) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the “Listing Rules”), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined herein) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any warrants, debentures and notes issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iv) any scrip dividends or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company pursuant to the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolution numbered 4 and numbered 5 set out in this notice, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution numbered 4 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 5 above.”
7. “**THAT:**
- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution) which may fall to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “**New Share Option Scheme**”) (a copy of the rules of which marked “A” is produced to this meeting and signed by the Chairman of this meeting for identification purpose), the terms of the New Share Option Scheme be and is hereby approved and adopted on the date of this meeting and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with the shares fall to be issued pursuant to the exercise of any option granted thereunder and to take all such steps and do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme; and
 - (b) with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the existing share option scheme (the “**Existing Share Option Scheme**”) adopted by the Company pursuant to a resolution passed by the then shareholders of the Company on 18 September 2002 be cancelled and terminated with immediate effect and shall cease to have any further effect save and except that the Existing Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof.”

By Order of the Board
Goldbond Group Holdings Limited
Kelly Li
Company Secretary

Hong Kong, 5 July 2012

Registered office:
Units 1901-06, 19th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the above meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a member of the Company.
2. A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the above meeting or adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
6. Information on the retiring directors of the Company are set out in Appendix II of the Company's circular dated 5 July 2012.
7. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on Monday, 27 August 2012
Closure of register of members	Tuesday, 28 August 2012 to Friday, 31 August 2012 (both dates inclusive)
Record date	Friday, 31 August 2012

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's registrar, Computershare Hong Kong Investor Service Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.